

§ 239.0-1

239.42 Form F-X, for appointment of agent for service of process and undertaking for issuers registering securities on Form F-8, F-9, F-10, or F-80 (§§ 239.38, 239.39, 239.40, or 239.41 of this chapter) or registering securities or filing periodic reports on Form 40-F (§ 249.240f of this chapter), or by any issuer or other non-U.S. person filing tender offer documents on Schedule 13E-4F, 14D-1F or 14D-9F (§§ 240.13e-102, 240.14d-102 or 240.14d-103 of this chapter), by any non-U.S. person acting as trustee with respect to securities registered on Form F-7 (§ 239.37 of this chapter), F-8, F-9, F-10, F-80 or SB-2 (§ 239.10 of this chapter), or by a Canadian issuer qualifying an offering statement pursuant to Regulation A (§ 230.251 et seq.) on Form 1-A (§ 239.90 of this chapter), or registering securities on Form SB-2.

239.43 Form F-N, appointment of agent for service of process by foreign banks and foreign insurance companies and certain of their holding companies and finance subsidiaries making public offerings of securities in the United States.

239.44-239.61 [Reserved]

239.62 Form ET, transmittal form for electronic format documents on magnetic tape or diskette to be filed on the EDGAR system.

239.63 Form ID, uniform application for access codes to file on EDGAR.

239.64 Form SE, form for submission of paper format exhibits by electronic filers.

239.65 Form TH, Notification of reliance on temporary hardship exemption.

Subpart B—Forms Pertaining to Exemptions

239.90 Form 1-A, offering statement under Regulation A.

239.91 Form 2-A, report pursuant to Rule 257 of Regulation A.

239.92-239.143 [Reserved]

239.144 Form 144, for notice of proposed sale of securities pursuant to § 230.144 of this chapter.

239.145-239.199 [Reserved]

239.200 Form 1-E, notification under Regulation E.

239.201 Form 2-E, report of sales pursuant to Rule 609 of Regulation E.

239.202-239.300 [Reserved]

239.500 Form D, notice of sales of securities under Regulation D and section 4(6) of the Securities Act of 1933.

239.701 [Reserved]

239.800 Form CB, report of sales of securities in connection with an exchange offer or a rights offering.

AUTHORITY: 15 U.S.C. 77f, 77g, 77h, 77j, 77s, 77z-2, 77sss, 78c, 78l, 78m, 78n, 78o(d), 78u-5, 78w(a), 78ll(d), 79e, 79f, 79g, 79j, 79l, 79m, 79n,

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79q, 79t, 80a-8, 80a-24, 80a-29, 80a-30 and 80a-37, unless otherwise noted.

Sections 239.31, 239.32 and 239.33 are also issued under 15 U.S.C. 78l, 78m, 78o, 78w, 80a-8, 80a-29, 80a-30, 80a-37 and 12 U.S.C. 241.

Secs. 239.62, 239.63 and 239.64 also issued under secs. 6, 7, 8, 10 and 19(a) of the Securities Act (15 U.S.C. 77f, 77g, 77h, 77j, 77s(a)); secs. 3(b), 12, 13, 14, 15(d) and 23(a) of the Exchange Act (15 U.S.C. 78c(b), 78l, 78m, 78n, 78o(d), 78w(a)); secs. 5, 6, 7, 10, 12, 13, 14, 17 and 20 of the Holding Company Act (15 U.S.C. 79e, 79f, 79g, 79j, 79l, 79m, 79n, 79q and 79t); sec. 319(a) of the Trust Indenture Act (15 U.S.C. 77sss(a)) and secs. 8, 24, 30 and 38 of the Investment Company Act (15 U.S.C. 80a-8, 80a-29 and 80a-37).

SOURCE: 33 FR 18991, Dec. 20, 1968, unless otherwise noted.

EDITORIAL NOTE: Nomenclature changes to part 239 appear at 57 FR 36501, Aug. 13, 1992.

§ 239.0-1 Availability of forms.

(a) This part identifies and describes the forms prescribed for use under the Securities Act of 1933.

(b) Any person may obtain a copy of any form prescribed for use in this part by written request to the Securities and Exchange Commission, 450 Fifth Street, N.W., Washington, D.C. 20549. Any persons may inspect the forms at this address and at the Commission's regional and district offices. (See § 200.11 of this chapter for the addresses of SEC regional and district offices.)

[46 FR 17757, Mar. 20, 1981, as amended at 47 FR 26820, June 22, 1982; 59 FR 5945, Feb. 9, 1994]

Subpart A—Forms for Registration Statements

§§ 239.4—239.8 [Reserved]

§ 239.9 Form SB-1, optional form for the registration of securities to be sold to the public by certain small business issuers.

Small business issuers, as defined in Rule 405 (17 CFR 230.405 of this chapter), may use this form to register up to \$10,000,000 of securities to be sold for cash, if they have not registered more than \$10,000,000 in securities offerings in any continuous 12-month period, including the transaction being registered. In calculating the \$10,000,000 ceiling, issuers should include all offerings which were registered under the

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Securities Act, other than any amounts registered on Form S-8 (§ 239.16b).

[58 FR 26515, May 4, 1993]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form SB-1, see the List of CFR Sections Affected, which appears in the Finding Aids section of the printed volume and on GPO Access.

§ 239.10 Form SB-2, optional form for the registration of securities to be sold to the public by small business issuers.

Small business issuers defined in Rule 405 (17 CFR 230.405 of this chapter) may use this form to register securities to be sold for cash. For further information concerning eligibility toward this form see Item 10(a) of Regulation S-B (17 CFR 228.10 et seq.)

[57 FR 36473, Aug. 13, 1992]

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form SB-2, see the List of CFR Sections Affected, which appears in the Finding Aids section of the printed volume and on GPO Access.

§ 239.11 Form S-1, registration statement under the Securities Act of 1933.

This form shall be used for registration under the Securities Act of 1933 of securities of all issuers for which no other form is authorized or prescribed, except that this form shall not be used for securities of foreign governments or political subdivisions thereof.

(Secs. 7, 10, 19(a), 48 Stat. 78, 81, 85; secs. 205, 209, 48 Stat. 906, 908; sec. 8, 68 Stat. 685; 15 U.S.C. 77g, 77j, 77s(a); secs. 12, 13, 14, 15(d), 23, 48 Stat. 892, 894, 895, 901; sec. 203(a), 49 Stat. 704; secs. 1, 3, 8, 49 Stat. 1375, 1377, 1379; sec. 202, 68 Stat. 686; secs. 3, 4, 5, 6, 10, 78 Stat. 565-568, 569, 570-574, 88a; secs. 1, 2, 3, 82 Stat. 454, 455; secs. 1, 2, 3-5, 28(c), 84 Stat. 1435, 1479; sec. 105(b), 88 Stat. 1503; secs. 8, 9, 10, 18, 89 Stat. 117, 118, 119, 155 (15 U.S.C. 78l, 78m, 78n, 78o(d), 1979))

EDITORIAL NOTE: For FEDERAL REGISTER citations affecting Form S-1, see the List of CFR Sections Affected, which appears in the Finding Aids section of the printed volume and on GPO Access.

§ 239.12 Form S-2, for registration under the Securities Act of 1933 of securities of certain issuers.

This form may be used for registration of securities under the Securities

Act of 1933 which are offered or to be offered in any transaction other than an exchange offer for securities of another person by any registrant which meets the following conditions:

(a) The registrant is organized under the laws of the United States or any State or Territory or the District of Columbia and has its principal business operations in the United States or its territories;

(b) The registrant has a class of securities registered pursuant to section 12(b) of the Securities Exchange Act of 1934 (*Exchange Act*) or has a class of equity securities registered pursuant to section 12(g) of the Exchange Act or is required to file reports pursuant to section 15(d) of the Exchange Act;

(c) The registrant:

(1) Has been subject to the requirements of section 12 of 15(d) of the Exchange Act and has filed all the material required to be filed pursuant to section 13, 14 or 15(d) for a period of at least thirty-six calendar months immediately preceding the filing of the registration statement on this Form; and

(2) Has filed in a timely manner all reports required to be filed during the twelve calendar months and any portion of a month immediately preceding the filing of the registration statement and, if the registrant has used (during the twelve calendar months and any portion of a month immediately preceding the filing of the registration statement) Rule 12b-25(b) (§ 240.12b-25(b) of this chapter) under the Exchange Act with respect to a report or a portion of a report, that report or portion thereof has actually been filed within the time period prescribed by that rule; and

(d) Neither the registrant nor any of its consolidated or unconsolidated subsidiaries have, since the end of their last fiscal year for which certified financial statements of the registrant and its consolidated subsidiaries were included in a report filed pursuant to section 13(a) or 15(d) of the Exchange Act:

(1) Failed to pay any dividend or sinking fund installment on preferred stock; or

(2) Defaulted (i) on any installment or installments on indebtedness for borrowed money, or (ii) on any rental